

CME GROUP INC.
Form 4/A
December 02, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH PATRICK B

2. Issuer Name and Ticker or Trading Symbol
CME GROUP INC. [CME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 S. WACKER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)
11/25/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock Class A | 11/21/2008 | | P ⁽¹⁾ | | \$ 164.84 ⁽²⁾ | 5,838 | D |
| Common Stock Class A | 11/21/2008 | | P ⁽¹⁾ | | \$ 165.34 ⁽²⁾ | 6,138 | D |
| Common Stock Class A | 11/21/2008 | | P ⁽¹⁾ | | \$ 167.9 ⁽²⁾ | 6,438 | D |
| Common Stock Class A | 11/21/2008 | | P ⁽¹⁾ | | \$ 166.62 ⁽²⁾ | 7,428 | D |

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| | | | | | | | |
|----------------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock Class A | 11/21/2008 | P ⁽¹⁾ | 600 | A | \$ 171.13 | 8,028 | D |
| | | | | | (2) | | |
| Common Stock Class A | 11/21/2008 | P ⁽¹⁾ | 1,100 | A | \$ 174.55 | 9,128 | D |
| | | | | | (2) | | |
| Common Stock Class A | 11/21/2008 | P ⁽¹⁾ | 500 | A | \$ 173.16 | 9,628 | D |
| | | | | | (2) | | |
| Common Stock Class A | 11/21/2008 | P ⁽¹⁾ | 700 | A | \$ 170.38 | 10,328 | D |
| | | | | | (2) | | |
| Common Stock Class A | 11/21/2008 | P ⁽¹⁾ | 800 | A | \$ 168.58 | 11,128 | D |
| | | | | | (2) | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LYNCH PATRICK B 20 S. WACKER DRIVE CHICAGO, IL 60606 | X | | | |

Signatures

By: Margaret C. Austin For: Patrick B.
Lynch

12/02/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This amendment is being filed to correct the original Form 4 for Mr. Lynch's transactions occurring on November 21, 2008, which was
(1) filed on November 25, 2008. The original Form 4 incorrectly designated Mr. Lynch's transactions as sales. On November 21, 2008, Mr. Lynch purchased a total of 5,890 shares of CME Group Class A common stock representing a value of approximately \$1 million.

On November 21, 2008, Mr. Lynch purchased an aggregate of 5,890 shares of CME Group Class A common stock. For reporting
(2) purposes, the purchase prices within a \$1 range have been aggregated and the weighted average has been reported. The price ranges were: \$164.80 to \$164.89; \$165.30 to \$165.41; \$166.32 to \$166.85; \$167.90; \$168.41 to \$168.85; \$170.05 to \$170.51; \$171.11 to \$171.15; \$173.12 to \$173.19; \$174.06 to \$174.93. The Company maintains a record of the transactions and copies will be provided upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.